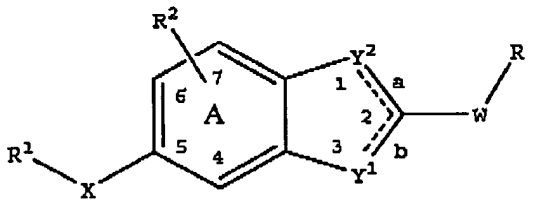
Application No.: 10/804,915 Attorney Docket No. A-846 (US)

AMENDMENTS

This listing of claims replaces all previous listings:

1. (Currently amended) A compound of Formula I



I

wherein W and X are independently selected from O, $S(O)_n$ and NR^4;

wherein Y^1 is N, ~~and~~ Y^2 is O, dashed line "a" is absent and dashed line "b" indicates a bond ~~are independently selected from O, $S(O)_n$, N and NR^6~~;

wherein ring A is phenyl ~~optionally contains a nitrogen atom independently at position 4, 6 or 7~~;

~~wherein n is 0, 1 or 2;~~

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered fused heterocyclyl,

d) substituted or unsubstituted cycloalkyl, and

e) substituted or unsubstituted cycloalkenyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, oxo, $-OC(O)R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, and lower alkyl substituted with R^5;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered fused heterocyclyl,

d) substituted or unsubstituted arylalkyl, and

e) substituted or unsubstituted heterocyclylalkyl,

where substituted R^1 is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, alkylaminoalkoxyalkoxy, nitro, cyano, oxo, lower alkyl substituted with R^5;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^5, lower alkenyl substituted with R^5, and lower alkynyl substituted with R^5;

wherein R^3 is independently selected from H, lower alkyl, lower aminoalkyl, lower alkylaminoalkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is independently selected from H, and lower alkyl; and

wherein R^5 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl, lower alkenyl and lower alkynyl;

and enantiomers, diastereomers, pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof;

~~provided one of Y^1 and Y^2 is N or NH;~~

~~further provided only one of dashed lines a and b indicates a double bond;~~

~~further provided either X or W is not $S(O)_n$ when Y^2 is S and Y^1 is N;~~

~~further provided R^1 is not 2 HO_2C phenyl, 1H pyrrole 2,5 dione or benzothiazole when Y^2 is S and Y^1 is N;~~

~~further provided either R or R^1 is not substitttuted isoindolone when Y^2 is S and Y^1 is N;~~

~~further~~ provided R^1 is not benzyl when X is O, W is NH, Y^2 is O, Y^1 is N and R is 4-(diethylaminoethoxy)phenyl~~;~~.

~~further provided R^3 is not benzyl when Y^2 is NH, Y^1 is N and R is 5-(2-chloro-6-methylphenyl)-NHC(=O)-thiazol-2-yl or benzyl;~~

~~further provided X and W are not both S(O)$_m$ when Y^2 is NH and Y^1 is N;~~

~~further provided R^3 is not piperidinyl when X and W are NH, Y^2 is NH, Y^1 is N, R and R^3 are optionally substituted phenyl and ring A has nitrogens at positions 4 and 6;~~

~~and further provided R, R^3 and R^9 are not all pyridyl or all triazolyl when Y^2 is NH, Y^1 is N and ring A has nitrogens at positions 4 and 6.~~

2. (Original) Compound of Claim 1 wherein W and X are independently selected from O and NR^4.

3. (Original) Compound of Claim 1 wherein W is O or NH.

4. (Original) Compound of Claim 1 wherein X is O or NH.

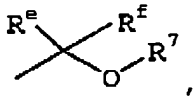
5. (Original) Compound of Claim 1 wherein W is NH.

6. (Canceled)

7. (Canceled)

8. (Original) Compound of Claim 1 wherein R is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C_{3-6}-cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, oxo, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^3)$, $-(C_1-C_4$ alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, amino-C_1-C_6-alkyl, C_1-C_6-alkylamino-C_1-C_6-alkyl, C_1-C_6-alkylamino-C_1-C_6-alkoxy, C_1-C_6-alkylamino-

C_1-C_6-alkoxy-C_1-C_6-alkoxy, optionally substituted 5-6 membered heterocyclylcarbonylalkyl, C_{1-4}-alkoxycarbonylamino-C_{1-6}-alkyl,

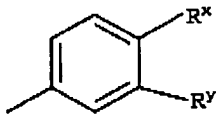


, optionally substituted C_{4-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-6}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_6-alkylenyl, 5-6 membered heterocyclyl-C_2-C_6-alkenylenyl, C_{1-4}-alkyl, cyano, C_{1-4}-hydroxyalkyl, nitro and C_{1-4}-haloalkyl; wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl.

9. (Original) Compound of Claim 1 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, cyclohexyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, isopropyl-piperazinylmethyl, methylpiperazinylpropyl, morpholinylpropyl, methylpiperidinylmethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl,

methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, isopropoxy, methoxy and ethoxy.

10. (Original) Compound of Claim 1 wherein R is



wherein R^X is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^Y is selected from 4-methylpiperazinylsulfonyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy,

morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylmethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

11. (Currently amended) Compound of Claim 1 wherein R^1 is selected from

substituted or unsubstituted 5-6 membered heteroaryl ~~comprising~~ containing one or more nitrogen atoms,

substituted phenyl, and

substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl;

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, C_{1-4}-alkylamino-C_{1-4}-alkoxy, and C_{1-4}-alkyl substituted with R^5.

12. (Original) Compound of Claim 1 wherein R^1 is a substituted or unsubstituted ring selected from pyrazolyl, triazolyl, pyridyl, pyrimidinyl, triazinyl, pyridazinyl, substituted phenyl, indazolyl, indolyl, isoindolyl, quinolinyl, isoquinolinyl, benzotriazolyl, benzo[1,3]dioxolyl, , pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinolyl, naphthyridinyl and quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, hydroxy, C_{1-3}-alkyl, C_{1-2}-alkoxy, C_{1-2}-alkoxy-C_{1-2}-alkoxy, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkoxy, amino, C_{1-2}-alkylamino, aminosulfonyl, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, C_{1-2}-alkylamino-C_{1-2}-alkoxy, C_{1-2}-alkylamino-C_{1-2}-alkyl, C_{1-2}-

alkylamino-C_{2-3}-alkylamino, C_{1-2}-hydroxyalkyl, C_{1-2}-aminoalkyl, and C_{1-2}-haloalkyl.

13. (Original) Compound of Claim 1 wherein R^1 is a substituted or unsubstituted ring selected from 4-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, phenyl, 5-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinozalinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

14. (Original) Compound of Claim 1 wherein R^2 is one or more substituents independently selected from H, halo, hydroxy, C_{1-2}-alkoxy, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkylamino, aminosulfonyl, C_{3-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-4}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl.

15. (Original) Compound of Claim 1 wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl,

propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl.

16. (Original) Compound of Claim 1 wherein R^2 is H; wherein R^3 is selected from H, C_{1-4}-alkyl, phenyl, phenyl-C_{1-4}-alkyl, 4-6 membered heterocyclyl, 4-6 membered heterocyclyl-C_{1-3}-alkyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl.

17. (Original) Compound of Claim 1 wherein R^4 is independently selected from H, C_{1-3}-alkyl, phenyl, 5-6 membered heterocyclyl, C_5-C_6 cycloalkyl, and C_{1-3}-haloalkl.

18. (Currently amended) Compound of Claim 1 and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof selected from

~~4-{2-[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenylamino]-1*H*-benzimidazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;~~

~~4-{2-[3-(2-Dimethylamino-ethoxy)-4-trifluoromethyl-phenylamino]-1H-benzimidazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;~~

~~4-{2-[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenylamino]-1H-benzimidazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;~~

~~4-{2-[4-Chloro-3-(4-methyl-piperazin-1-ylmethyl)-phenylamino]-1-methyl-1*H*-benzimidazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;~~

~~{4-Chloro-3-(4-methyl-piperazin-1-ylmethyl)-phenyl]-[5-(quinolin-4-yloxy)-1H-benzimidazol-2-yl]-amine;~~

~~[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-[5-(quinolin-4-yloxy)-1H-benzimidazol-2-yl]-amine;~~

4-{2-[4-Chloro-3-(4-methyl-piperazin-1-ylmethyl)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-{2-[4-Chloro-3-(1-methyl-pyrrolidin-2-ylmethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

[4-Chloro-3-(1-methyl-pyrrolidin-2-ylmethoxy)-phenyl]-[5-(quinolin-4-yloxy)-benzoxazol-2-yl]-amine;

[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-[5-(quinolin-4-yloxy)-benzoxazol-2-yl]-amine;

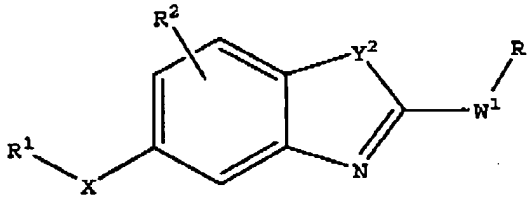
5-((6,7-bis(Methoxy)-4-quinolinyl)oxy)-N-(4-chloro-3-((4-methyl-1-piperazinyl)methyl)phenyl)-1,3-benzoxazol-2-amine;

N-(4-Chloro-3-((4-methyl-1-piperazinyl)methyl)phenyl)-5-(1H-pyrrolo[2,3-b]pyridin-4-yloxy)-1,3-benzoxazol-2-amine;

N-(4-Chloro-3-((((2S)-1-methyl-2-pyrrolidinyl)methyl)oxy)phenyl)-5-(1H-pyrrolo[2,3-b]pyridin-4-yloxy)-1,3-benzoxazol-2-amine; and

4-((2-((4-Chloro-3-((((2S)-1-methyl-2-pyrrolidinyl)methyl)oxy)phenyl)amino)-7-fluoro-1,3-benzoxazol-5-yl)oxy)-N-methyl-2-pyridinecarboxamide.

19. (Currently amended) Compound of Formula II



II

wherein W^1 and X are independently O or NH;

wherein Y^2 is O ~~or NR^4~~;

~~wherein n is 0, 1 or 2;~~

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-13 membered fused heterocyclyl, and

d) substituted or unsubstituted cycloalkyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, oxo, $-OC(O)R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy,

alkylaminoalkoxyalkoxy, nitro and lower alkyl substituted with R^6;

wherein R^1 is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl,

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl, and

c) phenyl,

where substituted R^1 is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, oxo, and lower alkyl substituted with R^6;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, nitro, and lower alkyl substituted with R^6;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^4 is independently selected from H, and C_{1-2} alkyl; and

wherein R^6 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy and nitro;

enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof.

20. (Original) Compound of Claim 19 wherein W^1 is NH.

21. (Original) Compound of Claim 19 wherein X is O.

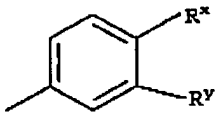
22. (Withdrawn) Compound of Claim 19 wherein X is NH.

23. (Canceled)

24. (Original) Compound of Claim 19 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, cyclohexyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, isopropyl-piperazinylmethyl, methylpiperazinylpropyl, morpholinylpropyl, methylpiperidinylmethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-

chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, isopropoxy, methoxy and ethoxy.

25. (Original) Compound of Claim 19 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from 4-methylpiperazinylsulfonyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylmethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

26. (Withdrawn) Compound of Claim 19 wherein R is substituted or unsubstituted 5-6 membered heterocyclyl.

27. (Withdrawn) Compound of Claim 19 wherein R is substituted or unsubstituted 9-11 membered fused heterocyclyl.

28. (Withdrawn) Compound of Claim 19 wherein R^1 is selected from unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl.

29. (Withdrawn) Compound of Claim 19 wherein R^1 is selected from unsubstituted or substituted phenyl.

30. (Original) Compound of Claim 19 wherein R^1 is selected from unsubstituted or substituted 9- or 10-membered nitrogen-containing partially saturated heterocyclyl and unsubstituted or substituted 9- or 10-membered nitrogen-containing heteroaryl.

31. (Original) Compound of Claim 19 wherein R^1 is a substituted or unsubstituted ring selected from 4-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, phenyl, 5-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinozalinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

32. (Canceled)

33. (Currently amended) Compound of Claim 19 wherein W^1 and X are independently O or NH;

~~wherein Y^2 is O or NH;~~

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-13 membered fused heterocyclyl, and

d) substituted or unsubstituted cycloalkyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, oxo, $-OC(O)R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro and lower alkyl substituted with R^6;

wherein R^1 is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl,

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl, and

c) phenyl,

where substituted R^1 is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, oxo, and lower alkyl substituted with R^6;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, nitro, and lower alkyl substituted with R^6;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered

heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^4 is independently selected from H, and C_{1-2} alkyl; and

wherein R^6 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy and nitro;

enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof;

~~provided R^1 is not 5-((2-chloro-6-methylphenyl)aminocarbonyl)thiazol-2-yl when Y^2 is NH, W is NH and X is NH;~~

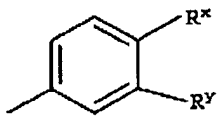
~~further provided R^1 is not 2-(substituted aminocarbonyl)pyrid-4-yl when Y^2 is NH;~~

~~further~~ provided R^1 is not 2-(substituted aminocarbonyl)pyrid-4-yl when Y^2 is O and when R is phenyl or substituted phenyl.

34. (Original) Compound of Claim 33 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, cyclohexyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholin-4-ylmethyl, 4-methylpiperazin-1-ylmethyl, 4-isopropyl-

piperazin-1-ylmethyl, 4-methylpiperazin-1-ylpropyl, morpholin-4-ylpropyl, methylpiperidinylmethyl, morpholin-4-ylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, diethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholin-4-ylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, isopropoxy, methoxy and ethoxy.

35. (Original) Compound of Claim 33 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and

wherein R^Y is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

36. (Original) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted ring selected from 4-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, phenyl, 6-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro,

trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

37. (Currently amended) Compound of Claim 33 wherein R^1 is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl; enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof.

38. (Currently amended) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted ring selected from 6-indazolyl, 4-quinolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl; enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof.

39. (Withdrawn) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted pyrrolo[2,3-b]pyridin-4-yl; and pharmaceutically acceptable derivatives thereof.

40. (Currently amended) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted 4-quinolyl; enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof.

41. (Withdrawn) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted 4-quinazolinyl;and pharmaceutically acceptable derivatives thereof.

42. (Withdrawn) Compound of Claim 33 wherein R^1 is a substituted or unsubstituted pyrrolo[2,3-d]pyrimidin-4-yl; and pharmaceutically acceptable derivatives thereof.

43. (Original) Compound of Claim 33 wherein R^2 is H or Cl.

44. (Currently amended) Compound of Claim 1 and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof selected from

~~[4-Chloro-3-(4-methylpiperazin-1-ylmethyl)-phenyl]-[5-(6,7-dimethoxyquinolin-4-yloxy)-1H-benzimidazol-2-yl]-amine;~~

[4-Chloro-3-((2S)-1-methylpyrrolidin-2-ylmethoxy)-phenyl]-[5-(2-methylamino-pyridin-4-yloxy)-benzoxazol-2-yl]-amine;

4-{2-[4-Chloro-3-((2S)-1-methylpyrrolidin-2-ylmethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid amide;

4-{2-[4-Chloro-3-(1-methylpiperidin-4-ylmethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-{2-[4-Chloro-3-(piperidin-4-ylmethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-{2-[4-Chloro-3-(1-isopropylpiperidin-4-ylmethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-[2-{4-Chloro-3-[4-(2-dimethylamino-ethyl)-piperazin-1-ylmethyl]-phenylamino}-benzoxazol-5-yloxy)-pyridine-2-carboxylic acid methylamide;

~~4-{2-[4-Chloro-3-(2-diethylamino-ethoxy)-phenylamino;~~

4-{7-Chloro-2-[4-chloro-3-(4-methyl-piperazin-1-ylmethyl)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-{2-[4-Chloro-3-(2-dimethylamino-ethoxy)-phenylamino]-benzoxazol-5-yloxy}-pyridine-2-carboxylic acid methylamide;

4-{2-[4-Chloro-3-((2S)-1-isopropyl-pyrrolidin-2-ylmethoxy)-phenylamino]-benzooxazol-5-yloxy}-pyridine-2-carboxilic acid methylamide;

[4-Chloro-3-(4-methyl-piperazin-1-ylmethyl)-phenyl]-[7-chloro-5-(quinolin-4-yloxy)-benzoxazol-2-yl]-amine;

[4-Chloro-3-(1-methylpyrrolidin-2-ylmethoxy)-phenyl]-[5-(6,7-dimethoxyquinolin-4-yloxy)-benzoxazol-2-yl]-amine;

[4-Chloro-3-(1-methyl-pyrrolidin-2-ylmethoxy)-phenyl]-[5-(6,7-dimethoxy-quinazolin-4-yloxy)-benzoxazol-2-yl]-amine;

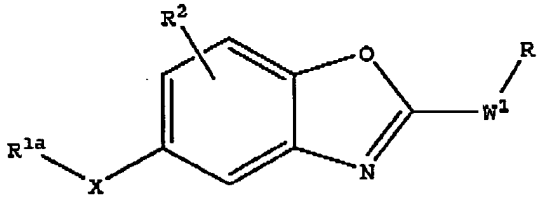
[4-Chloro-3-(3-dimethylamino-pyrrolidin-1-ylmethyl)-phenyl]-[5-(1*H*-pyrrolo[2,3-*b*]pyridin-4-yloxy)-benzoxazol-2-yl]-amine;

[4-Chloro-3-(1-isopropylpyrrolidin-2-ylmethoxy)-phenyl]-[5-(1*H*-pyrrolo[2,3-*b*]pyridin-4-yloxy)-benzoxazol-2-yl]-amine; and

[4-Chloro-3-(1-methyl-piperidin-4-ylmethoxy)-phenyl]-[5-(1H-pyrrolo[2,3-b]pyridin-4-yloxy)-benzoxazol-2-yl]-amine~~; and~~

~~(4-Chlorophenyl)-[5-(6,7-dimethoxy quinazolin-4-yloxy)-1H-benzimidazol-2-yl]-amine~~.

45. (Currently amended) Compound of Formula III



III

wherein W^1 and X are independently O or NH;

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-13 membered fused heterocyclyl, and

d) substituted or unsubstituted cycloalkyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, oxo, $-OC(O)R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro and lower alkyl substituted with R^6;

wherein R^{1a} is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl, and where substituted R^{1a} is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl,

optionally substituted phenyl, nitro, cyano, oxo, and lower alkyl substituted with R^6;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, nitro, and lower alkyl substituted with R^6;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

~~wherein R^4 is independently selected from H, and C_{1-2}-alkyl; and~~

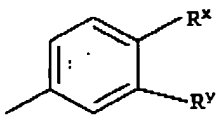
wherein R^6 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy and nitro;

enantiomers, diastereomers and pharmaceutically acceptable ~~derivatives~~ salts and solvates thereof.

46. (Original) Compound of Claim 45 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, cyclohexyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro,

fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholin-4-ylmethyl, 4-methylpiperazin-1-ylmethyl, 4-isopropyl-piperazin-1-ylmethyl, 4-methylpiperazin-1-ylpropyl, morpholin-4-ylpropyl, methylpiperidinylmethyl, morpholin-4-ylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, diethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholin-4-ylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, isopropoxy, methoxy and ethoxy.

47. (Original) Compound of Claim 45 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

48. (Original) Compound of Claim 45 wherein R^{1a} is a substituted or unsubstituted ring selected from 6-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl,

dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

49. (Original) Compound of Claim 45 wherein R^2 is H or Cl.

50. (Currently amended) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any one of Claims 1-49.

51. (Canceled)

52. (Canceled)

53. (Canceled)

54. (Canceled)

55. (Canceled)

56. (Canceled)

57. (Canceled)

58. (Canceled)

59. (Canceled)

60. (Canceled)

Application No.: 10/804,915 Attorney Docket No. A-846 (US)

Respectfully Submitted,

Dated: 1/11, 2008.

Ronald S. Hermenau, Reg. No. 34,620
Attorney for Applicants
AMGEN INC.
1120 Veterans Boulevard
South San Francisco, CA 94080
Phone: (650) 244-2261
Fax: (650) 244-2392